



THE WATERBASE LIMITED

CIN:L05005AP1987PLC018436

Regd. Office : Ananthapuram Village, T.P. Gudur Mandal, Nellore - 524 344. A.P. Tel : 0861- 2165 009

Email : suguna.k@waterbaseindia.com Website: www.waterbaseindia.com

NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of the Company will be held on Monday, September 29, 2014 at 12.15 p.m. at the Registered Office of the Company at Ananthapuram Village, T P Gudur Mandal, Nellore - 524 344 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2014 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Vikram M. Thapar (holding Directors Identification Number 30967) who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if the thought fit, to pass with or without modification(s) the following resolution as an **Ordinary resolution**:
“RESOLVED that pursuant to provisions of Sections 139, 142 and other applicable provisions if any of the Companies Act, 2013 and of the Companies (Audit and Auditors) Rules 2014, M/s. Mitra Kundu and Basu, Chartered Accountants, (Firm Registration No. 302061E) be and are hereby appointed as Statutory Auditors of the Company, to hold the office for three consecutive years from the conclusion of this Annual General Meeting until the conclusion of the 30th Annual General Meeting of the Company in the calendar year 2017, subject to ratification of the shareholders at every Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company”.

SPECIAL BUSINESS

4. **Appointment of Mr. Varun Aditya Thapar as Director retiring by rotation.**

To consider and if thought fit to pass with or without modification(s) the following resolution as **Ordinary resolution**:

“RESOLVED THAT in accordance with applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), and the Articles of Association of the Company Mr. Varun Aditya Thapar (holding Directors Identification Number 2322660) who was appointed as Additional Director of the company by the Board of Directors at its meeting held on Feb 5, 2014 pursuant to Article 103 of the Articles of Association of the Company and section 260 of the Companies Act 1956 and who holds office upto the date of this Annual General meeting pursuant to Section 161(1) of the Companies Act, 2013 and in respect of whom a written notice has been received from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Varun Aditya Thapar as a candidate for the office of the Director of the company, be and is hereby appointed as Director of the Company whose period of office will be liable to be determined by retirement by rotation.”

5. **Appointment of Mr. Anil Kumar Bhandari as Independent Director.**

To consider and if thought fit to pass with or without modification(s) the following resolution as **Ordinary resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV and Clause 49 of the Listing Agreement, Mr. Anil Kumar Bhandari (holding Directors Identification Number 31194) Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member u/s 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company to hold office for a term of five consecutive years from 1st April, 2014 up to 31st March, 2019 not liable to retire by rotation.”

6. **Appointment of Lt. Gen Deepak Summanwar (Retd.) as Independent Director.**

To consider and if thought fit to pass with or without modification(s) the following resolution as **Ordinary resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV and Clause 49 of the Listing Agreement, Lt. Gen. Deepak Summanwar (Retd.) (holding Directors Identification Number 2017830) Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, and in respect of whom the Company has received a notice in writing u/s 160 of the Companies Act 2013 proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company to hold office for a term of five consecutive years from 1st April, 2014 up to 31st March, 2019 not liable to retire by rotation.”

7. **Appointment of Mr. Nakul Kamani as Independent Director.**

To consider and if thought fit to pass with or without modification(s) the following resolution as **Ordinary resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV and Clause 49 of the Listing Agreement Mr. Nakul Kamani (holding Directors Identification Number 891344) Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing u/s 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company to hold office for a term of five consecutive years from 1st April, 2014 up to 31st March, 2019 not liable to retire by rotation.”

8. **Appointment of Mr. Ranjit Mehta as Independent Director.**

To consider and if thought fit to pass with or without modification(s) the following resolution as **Ordinary resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV and Clause 49 of the Listing Agreement Mr. Ranjit Mehta (holding Directors Identification Number 3172264) Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, and in respect of whom the Company has received a notice in writing u/s 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company to hold office for a term of five consecutive years from 1st April, 2014 up to 31st March, 2019 not liable to retire by rotation.”

9. Payment of Commission to Directors.

To consider and if thought fit to pass with or without modification(s) the following resolution as **Special resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and such other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company the Non- Executive Directors of the Company be paid remuneration by way of commission, in addition to the sitting fees for attending the meetings of the Board of Directors and / or Committees thereof, as the Board of Directors may determine from time to time as remuneration computed on the basis of the net profits of the Company, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 for each financial year, a sum not exceeding one (1) percent of the net profits of the Company to all such Directors together.”

10. Borrowing powers of Board:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special resolution**:

“RESOLVED THAT in supersession of the ordinary resolution passed at the EGM held on 27th September 1989 under section 293(1)(d) of the Companies Act, 1956 and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under, or any other law for the time being in force (including any statutory modification or amendment thereto or reenactment thereof for the time being in force) and in terms of its Articles of Association of the Company the Company hereby accords its consent to the Board of Directors for borrowing any sum or sums of money from time to time whether in Indian rupees or foreign currency (including external commercial borrowings in foreign denominated currencies from any foreign source / countries as prescribed by guidelines, if any in this respect) from any one or more of Company's bankers and /or from financial institutions, banks or other acceptable source whether by way of advances, deposits, loans, non-convertible debentures, bonds or otherwise and whether unsecured or secured notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose provided that the total outstanding amount of such borrowings shall not exceed Rs.50 Crores (Rupees Fifty Crores) over and above the aggregate of the paid-up capital of the company and its free reserves at any time”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY. HOWEVER, SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
2. The Register of Members and Share Transfer Book of the Company will remain closed from Wednesday, September 24, 2014 to Monday September 29, 2014 (both days inclusive).
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board resolution to the Company authorizing the representative to attend and vote on their behalf at the meeting.
4. The Explanatory statement pursuant to Section 102 of the Companies Act 2013 is annexed hereto.
5. In case of joint holders attending the meeting, the joint holder who is higher in order of names will be entitled to vote.
6. Members /proxies are requested to bring the attendance slip enclosed herewith duly filled with the copy of the Annual report for the meeting.
7. Members are requested to keep the Company/Registrars informed of any change in their mailing addresses.
8. Non-Resident Indian members are requested to inform the Registrars, M/s. Cameo Corporate Services Ltd, of change in their residential status on return to India for permanent settlement and particulars of their Bank A/c maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier
9. Members holding shares in demat form are advised to inform the particulars of their bank account to their respective Depository Participants.
10. Members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the Registrar M/s. Cameo Corporate Services Ltd, by giving reference of their Folio Number.
11. Members may also note that the Notice and Annual Report for FY 2013-14 will also be available on the Company's website www.waterbaseindia.com for their download.
12. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 27th Annual General Meeting by electronic means. The business may be transacted through e-voting Services provided by M/s. Central Depository Services Ltd.(CDSL).

The instructions for shareholders voting electronically are as under:

- (i) Log on to the e-voting website: www.evotingindia.com during the voting period
- (ii) Click on “Shareholders” tab.
- (iii) Select THE WATERBASE LTD along with the EVSN (Electronic Voting Sequence Number) from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification(captcha code) as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user kindly follow the steps given below:

FOR MEMBERS HOLDING SHARES IN DEMAT FORM AND PHYSICAL FORM	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. Serial No mentioned in your address label can be used as Sequence No. for this purpose.
DOB	<ul style="list-style-type: none"> Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<ul style="list-style-type: none"> Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for THE WATERBASE LTD .
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non - Individual shareholders and Custodian
- Non Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the Admin Login and Password. The compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Please note that :

- (i) The voting period begins on September 23, 2014 at 9.00 a.m. and ends on September 25, 2014 at 6.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 22, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 6.00 pm. on September 25, 2014.
- (ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (iii) Mr.S. Sudarshan (Practising Chartered Accountant - Membership no. 200524) Partner, Sudarshan Tamilselvi and Associates has been appointed as the Scrutinizer to scrutinise the e-voting process in a fair and transparent manner.
- (iv) The Scrutinizer shall within a period of 3(three) working days from the conclusion of the e-voting period unblock the votes in the presence of two witnesses not in the employment of the company and make a scrutinzers report of the votes cast in favour or against to the Chairman or any Director or officer who may be authorised by the Chairman for this purpose.
- (v) The voting rights of the shareholders will be in proportion to the shares of the paid up equity capital of the company as on the cut off date of August 22, 2014.
- (vi) The results along with the Scrutinizers report shall be placed on the Company's website and on the website of CDSL within two(2)days of passing the resolutions at the AGM of the company and communicated to the Stock exchanges.

Registered Office:
Ananthapuram Village
Nellore 524 344
CIN:L05005AP1987PLC018436

By Order the Board
For **THE WATERBASE LIMITED**

New Delhi, July31, 2014

VIKRAM M THAPAR
Chairman



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4:

The Board of Directors at their meeting held on February 5, 2014 appointed Mr. Varun Thapar (son of Mr. Vikram Thapar, Chairman and Mrs. Jyoti Thapar, Director and nephew of Mr. Adarsh Saran, Director) as Additional Director, to hold office upto the date of this Annual General Meeting. The Company has received notice pursuant to Section 160 of the Companies Act, 2013 with deposit of requisite amount from a member proposing the appointment of Mr. Varun Thapar as non executive Director retiring by rotation.

A brief profile with other details of Mr. Varun Thapar is given below:

1	Name of Director	Mr. Varun Aditya Thapar
2	Director Identification No.	2322660
3	Date of joining Board	5/2/2014
4	Profile of Director	Mr. Varun Thapar is a graduate from Brown University, USA with a dual degree in European History and economics. After having worked with the Exeter group in Cambridge, MA he joined the KCT group in 2008 and has been actively engaged in expanding and diversifying the group businesses, streamlining business processes and erecting the IT infrastructure to meet future goals.
5	No of shares held	1,69,800 shares
6.	Other directorships/committee Memberships	KCT & Bros. (Coal Sales) Ltd, Indicon Enterprises Ltd, Thapar Infra Construction India Ltd, Bharat West Falia Eng Ltd, Indian City Properties Ltd, Honeybride Realcon P Ltd

The Board of Directors recommend this resolution for the approval of shareholders. Apart from Mr. Vikram Thapar, Mrs. Jyoti Thapar, Mr. Adarsh Saran and Mr. Varun Thapar, none of the other Directors, key managerial personnel or their relatives are concerned or interested in the proposed Ordinary Resolution as set out in Item No. 4 of this Notice. This explanatory statement may also be regarded as disclosure under Clause 49 of the Listing Agreement.

ITEM NO. 5 to 8:

Pursuant to Sections 149, 152, Schedule IV of the Companies Act, 2013 (The Act) read with Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed to appoint the following Directors:

- Mr. Anil Kumar Bhandari
- Lt. Gen Deepak Summanwar (Retd.)
- Mr. Nakul Kamani
- Mr. Ranjit Mehta

as Independent Directors of the Company to hold office for a term of five consecutive years from 1st April, 2014 up to 31st March, 2019.

These Directors were appointed under Companies Act 1956 as Directors liable to retire by rotation. In order to give effect to the provisions of the Act, it is proposed that these Directors be appointed as independent Directors under Section 149 of the Act and who will not retire by rotation. None of the afore named Directors are disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from members along with deposit of requisite amount under Section 160 of the Act proposing the candidature of each of the above name Directors for the office of Directors of the company. The Company has received declarations from each of the above Directors that they meet the criteria of independence as provided in Section 149(6) of the Act.

The Board of Directors believe that the association of the aforementioned Independent Directors with the Company shall be beneficial to the progress of the Company. In the opinion of the Board, the Independent Directors fulfill the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2013 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force) and such Independent Directors are independent of the management. The Board recommends these resolutions for approval of shareholders.

The Independent Directors are interested individually in the resolutions relating to their respective appointment. None of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolutions as set out in Item Nos. 5 to 8 of this Notice.

This explanatory statement may also be regarded as disclosure under Clause 49 of the Listing Agreement.

A brief profile with other details of the four independent Directors is given below

1	Name of Director	Mr. Anil Kumar Bhandari
2	Director Identification No.	31194
3	Date of joining Board	July 1, 1988
4	Profile of Director	Mr. Anil Kumar Bhandari is a B.A. graduate and also holds an associate degree in Commercial aviation technology. He held the position of Vice Chairman of Coffee Board and was the convenor of the India International coffee festival.
5	No of shares held	NIL
6.	Other directorships/committee Memberships	Kirloskar Electric Co Ltd, Karnataka Coffee Brokers P Ltd, Fish and Chips Private Ltd.

1.	Name of Director	Lt General Deepak Summanwar (Retd.)
2.	Director Identification No.	2017830
3.	Date of joining Board	January 28, 2008
4.	Profile of Director	Lt. Gen Deepak Summanwar (Retd.) is an alumni of National Defence Academy. He has a M. Sc in Defense Studies from Madras University and a High Command Course from Indore University which is equivalent to M. Phil in Defense Management. He also has completed MBA with specialization in Finance in Solvay Business School, Vrije University, Brussels and a Post Graduate in Business Administration in Marketing from Vrije University, Brussels, Belgium. He has also completed his Diploma in Strategic Management from the All India Management Association and has attended an Independent Director's course conducted by ASSOCHAM in 2007. During his stint in the Army, he has been part of various decision making processes on national security and multinational deliberations on defense co-operation, terrorism and security situations. He retired from the Army in 2007 as Additional Chief of Staff Southern Command, Pune. He has been decorated five times in his service for his distinguished and meritorious service to the nation.
5.	No of shares held	NIL
6.	Other directorships/committee Memberships	Peninsula Lands Ltd., Member - Audit Committee, Investors Grievance, Remuneration Committee

1.	Name of Director	Mr. Nakul Kamani
2.	Director Identification No.	891344
3.	Date of joining Board	February 22, 2010
4.	Profile of Director	Mr. Nakul Kamani is a B.Com Graduate and has attended several Executive Development Programs organized by the IIMs and the XLRI on Marketing Management and Business Management Practices. He hails from the Kamani family in Jamshedpur. With a background of proven business acumen, Mr. Nakul Kamani is an established industrialist. He has had 30 years of working experience having set up greenfield projects as diverse as Soft Drinks Bottling plants under the franchise from The Coca Cola Company in India and thereafter in Nepal, as well as Pepsi Cola in India, to Engineering units accredited with ISO 9002 Certification from BVQI. He has successfully and profitably managed these industries over the years. In addition to this he has started trading companies, dealing in Industrial Equipment and Products from the steel and mining industries in India and export of steel to the Far Eastern Countries as well as imports of steel from the erstwhile USSR and the CIS countries
5.	No of shares held	22201
6.	Other directorships/committee Memberships	Steel City Press Ltd., Samarth Engineering Co.(P) Ltd., Rushabh Investments (P) Ltd., Brosco Designs (P) Ltd., Sparx Technologies (P) Ltd.

1.	Name of Director	Mr. Ranjit Mehta
2.	Director Identification No.	3172264
3.	Date of joining Board	October 27, 2010
4.	Profile of Director	Mr. Ranjit Mehta is a BA [Honors] Economics graduate and a member of the Institute of Bankers, UK. He has held senior positions in HSBC Bank in India and at the Bank's Head Office in Hong Kong during the period 1968-1995. Thereafter he held the position of Country Head and CEO in ING Barings from 1996 to 2000 and from 2001 to 2006 held the position of Chairman in PCCW Group.
5.	No of shares held	NIL
6.	Other directorships/committee Memberships	NIL



ITEM NO.9

In view of Sections 149, 197 and any other relevant provisions of the Companies Act, 2013 coming into effect from 1st April, 2014 and taking into account the roles and responsibilities of the directors, it is proposed that the Directors be paid for each financial year of the Company commencing from 1st April 2014, remuneration not exceeding one percent per annum of the net profits of the Company computed in accordance with the provisions of the Companies Act, 2013. This remuneration will be distributed amongst all the Directors in accordance with the directions given by the Board of Directors and subject to any other applicable requirements under the Companies Act, 2013. This remuneration shall be in addition to fee payable to the Directors for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board, and reimbursement of expenses for participation in the Board and other meetings. Accordingly, approval of the Members is sought by way of a Special Resolution under the applicable provisions of the Companies Act, 2013 for payment of remuneration by way of commission to the Directors of the Company for each year commencing from 1st April, 2014.

The Board recommends this Special resolution for approval of shareholders. All the Directors may be deemed to be concerned or interested in the resolution set out at Item No. 9 of the Notice to the extent of the remuneration that may be received by them. None of the key managerial personnel or their relatives thereof are interested or concerned in this resolution.

ITEM NO.10

The members of the Company at the EGM held on September 27, 1989 passed an Ordinary resolution under Section 293(1)(d) of the Companies Act 1956 granting their consent to avail borrowings (excluding temporary loans obtained from Companys bankers in the ordinary course of business) over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of borrowings together with the amounts already borrowed and outstanding at any point of time shall not exceed ₹ 5 crores over and above the aggregate of paid up share capital and free reserves of the Company. Section 180(1)(c) of the Companies Act 2013 provides for similar consent to be sought from members by a Special resolution. Taking into account the future financial requirements of the Company, it is proposed that the total amount of borrowings together with the amounts already borrowed and outstanding at any point of time shall not exceed ₹. 50 crores over and above the aggregate of paid-up share capital and free reserves of the Company prevailing from time to time.

The Board recommends this Special resolution for approval of shareholders. None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Special Resolution as set out in Item No.10 of this Notice.

Registered Office:
Ananthapuram Village
Nellore 524 344
CIN:L05005AP1987PLC018436

New Delhi, July 31, 2014

By Order the Board
For **THE WATERBASE LIMITED**

VIKRAM M THAPAR
Chairman



THE WATERBASE LIMITED

CIN:L05005AP1987PLC018436

Regd. Office : Ananthapuram Village, T.P. Gudur Mandal, Nellore - 524 344. A.P. Tel : 0861- 2165 009

Email : suguna.k@waterbaseindia.com Website: www.waterbaseindia.com

PROXY FORM

27TH ANNUAL GENERAL MEETING - September 29, 2014

1.Name of the member (s) :	3.E-mail id :
2.Registered Address :	4.Folio / DP ID-Client ID

I/We being the member(s) ofshares of the above named Company hereby appoint:

Name:.....

Address:.....

E-mail Id:.....Signature:.....or failing him/her

Address:.....

E-mail Id:.....Signature:.....or failing him/her

Address:.....

E-mail Id:.....Signature:.....or failing him/her

as my/our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company to be held on Monday, September 29 , 2014 at 12.15 p.m at the registered office at Ananthapuram Village, T.P. Gudur Mandal, Nellore – 524 344.A.P and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Optional* (Please mention no.of shares)	
Ordinary Business		For	Against
1.	Adoption of the financial statements of the Company for the Year ended 31st March, 2014 together with the Reports of the Board of Directors and the Auditors thereon.		
2.	Re-appointment of Mr.Vikram M Thapar as Director retiring by rotation.		
3.	Appointment of Statutory Auditors of the Company		
Special Business			
4.	Appointment of Mr. Varun Aditya Thapar as Director retiring by rotation		
5.	Appointment of Mr. Anil Kumar Bhandari as Independent Director		
6.	Appointment of Lt.Gen Deepak Summanwar as Independent Director		
7.	Appointment of Mr. Nakul Kamani as Independent Director		
8.	Appointment of Mr. Ranjit Mehta as Independent Director		
9.	Payment of Commission to Directors		
10.	Borrowing powers of Board		

Signed this.....day.....2014

Signature of shareholder.....

Signature of Proxy holder(s).....

Notes :

1. This form in order to be effective should be duly completed and deposited at the Registered Office of the company, not less than 48 hours before the commencement of the meeting.

*2. It is optional to indicate your preference. If you leave the for or against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Affix
Revenue Stamp
Not Less
Than Re
0.15



THE WATERBASE LIMITED

CIN:L05005AP1987PLC018436

Regd. Office : Ananthapuram Village, T.P. Gudur Mandal, Nellore - 524 344. A.P. Tel : 0861- 2165 009

Email : suguna.k@waterbaseindia.com Website: www.waterbaseindia.com

ATTENDANCE SLIP : 27TH ANNUAL GENERAL MEETING - September 29, 2014

1. Name of Member :	3. Folio/DP ID./Client ID.:
2. Joint Holder(s) :	4. No. of Shares Held

I certify that I am a registered Member/Proxy for the registered Member of the Company and I hereby record my presence at the 27th Annual General Meeting of the Company held on Monday, September 29, 2014, at the Registered Office of the Company.

Signature of the Registered Holder/Proxy

NOTE: Members/Proxies to Members are requested to sign and handover this slip at the entrance of the venue of the Meeting.